

EXHIBIT E

SILLER WILK, LLP
675 Third Avenue
New York, New York 10017
Ph: (212) 421-2233
Eric J. Snyder (ES-8032)
Counsel for the Debtor

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

In re:

RAMP CHEVROLET, INC.,

Debtor.

Chapter 11

Case No.: 09-77513 (reg)

**ORDER AUTHORIZING THE DEBTOR TO: (I) ASSUME AGREEMENT WITH
GENERAL MOTORS; (II) DISTRIBUTE PROCEEDS RESULTING FROM
ASSUMPTION AND (III) DISMISS THE BANKRUPTCY CASE, IF NECESSARY**

Upon the motion (the "Motion") of Ramp Chevrolet, Inc., the debtor herein (the "Debtor"), pursuant to Sections 105(a), 365(a) and 1112(b) of Title 11 (the "Bankruptcy Code") and Bankruptcy Rules 2002 and 6006, for authority to: (i) assume the Wind-Down Agreement (as defined in the Motion), between the Debtor and the General Motors Corporation ("GM"); (ii) remit the Wind-Down Money (as defined in the Motion) to the New York State Department of Taxation & Finance ("DTF"); and (iii) if necessary, to dismiss the Debtor's bankruptcy case; and where, in the Debtor's business judgment, the assumption of the Wind-Down Agreement is in the best interest of the Debtor's estate; and where the Debtor has cured and satisfied any and all of its obligations under the Wind-Down Agreement; and where DTF maintains a security interest in all of the Debtor's assets including the Wind-Down Money; and where the Debtor's senior security creditor, General Motors Acceptance Corp., will not be prejudiced if the Wind-Down Money is remitted to DTF on account of its secured claim; and where DTF has agreed to allow

for the payment of certain administrative expenses from the Wind-Down Money; and sufficient cause appearing to me therefore; it is hereby

ORDERED, that the Motion, be, and it hereby is, granted in all respects; and it is further

ORDERED, the Wind-Down Agreement, be and it hereby is, assumed under Section 365(a) of the Bankruptcy Code; and it is further

ORDERED, that GM is directed to remit the Wind-Down Money to the Debtor, pursuant to the terms of the Wind-Down Agreement;; and it further

ORDERED, that, upon receipt of the Wind-Down Money, the Debtor shall remit the Wind-Down Money to DTF, after the following sums ~~are~~ *is* paid: ~~(i)~~ the sum of \$14,000 to 1581 Holding, LLC, by its attorney Vincent Lentini, Esq.; and ~~(ii) the post-petition fees owed to counsel for the Debtor, not to exceed \$25,000~~ ; and it is further

ORDERED, that this Bankruptcy Court shall retain jurisdiction regarding the terms of this Order and payment of the Wind Down Money; and it is further

ORDERED, that the Motion, to the extent it seeks the dismissal of the bankruptcy case, is adjourned until March 17, 2010 at 1:30 p.m.

Dated: Central Islip, New York
February 3, 2010

/s/ Robert E. Grossman
HONORABLE ROBERT E. GROSSMAN
UNITED STATES BANKRUPTCY JUDGE